

DELTA & PINE LAND CO

Form 4

January 29, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH STANLEY P

(Last) (First) (Middle)

**510 BROAD HOLLOW
ROAD, SUITE 205**

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DELTA & PINE LAND CO [DLP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2007		M		63,813	A	\$ 19.62	88,782	D	
Common Stock	01/26/2007		M		8,889	A	\$ 21.21	97,671	D	
Common Stock	01/26/2007		M		2,666	A	\$ 23.68	100,337	D	
Common Stock	01/26/2007		M		12,000	A	\$ 26.31	112,337	D	
Common Stock	01/26/2007		M		2,666	A	\$ 32.8	115,003	D	

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Common Stock	01/26/2007	M	2,666	A	\$ 37.44	117,669	D	
Common Stock	01/26/2007	S	92,700	D	\$ 40.6308	24,969	D	
Common Stock						27,500	I	North American Capital

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 18.97					04/25/2003 04/25/2012	Common Stock 534
Stock Options (Right to buy)	\$ 19.62	01/26/2007		M	63,813	03/30/2001 03/30/2010	Common Stock 63,813
Stock Options (Right to buy)	\$ 21.21	01/26/2007		M	8,889	02/27/1998 02/27/2007	Common Stock 8,889
Stock Options (Right to buy)	\$ 23.68	01/26/2007		M	2,666	06/20/2002 06/20/2011	Common Stock 2,666
Stock Options (Right to buy)	\$ 26.31	01/26/2007		M	12,000	07/02/2005 05/18/2012	Common Stock 12,000

buy)

Stock

Options
(Right to
buy)

\$ 32.8

01/26/2007

M

2,666

02/25/2000 02/25/2009

Common
Stock

2,666

Stock

Options
(Right to
buy)

\$ 37.44

01/26/2007

M

2,666

02/26/1999 02/26/2008

Common
Stock

2,666

Restricted

Stock

\$ 0

Units

05/19/2006 05/18/2012

Common
Stock

2,487

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH STANLEY P 510 BROAD HOLLOW ROAD SUITE 205 MELVILLE, NY 11747	X			

Signatures

Rhonda Strickland, attorney
in fact

01/29/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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